

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

DECLARATION OF DHIRAJ BHATIA

I, Dhiraj Bhatia, under penalty of perjury, declare as follows:

1. I am a Senior Director at Walmart eCommerce and have worked on Walmart's e-commerce products, including the walmart.com website, since September 2014. In my role, I oversee projects that affect the Walmart organizations from a technology standpoint, including overseeing Enterprise Tools Engineering and Technical Operations at Walmart Technology. I am based in the San Francisco Bay Area.

2. I submit this declaration in support of Wal-Mart Stores, Inc.’s (“Walmart Stores”) and Wal-Mart Stores Texas, LLC’s (“Stores Texas”) Motion to Dismiss Under Rules 12(b)(7) and 12(b)(3), or in the Alternative, Transfer Under § 1406 or § 1404. The facts set forth in this Declaration are based on my personal knowledge, and if called as a witness, I could competently

testify thereto.

3. I understand that Walmart Stores is a Delaware corporation headquartered in Bentonville, Arkansas, and that Walmart Stores is the parent company of Stores Texas, Walmart.com USA, LLC (“Walmart.com USA”), and various other Walmart entities. I also understand that Walmart Stores operates retail stores in certain western states.

4. I also understand that Stores Texas is a Delaware corporation headquartered in Bentonville, Arkansas, and that Stores Texas is a wholly owned subsidiary of Walmart Stores. I understand Stores Texas is one of several entities that operates brick and mortar stores in certain regions. Stores Texas operates the brick and mortar stores in Texas.

5. Additionally, I understand that Walmart.com USA is a limited liability company organized and existing under the laws of California, with its headquarters in the San Francisco Bay Area. Walmart.com USA has been in the San Francisco Bay Area since early 2000 when it was first founded. Walmart.com USA is a wholly owned subsidiary of Walmart Stores. Walmart.com USA does not have any offices or other places of business in the Eastern District of Texas.

6. I understand that Walmart Stores and its subsidiaries are separate corporate entities that observe corporate formalities.

7. I understand that Plaintiff Soverain IP, LLC (“Soverain”) has accused Walmart Stores and Stores Texas of patent infringement, alleging that Walmart Stores and Stores Texas design, make, sell, offer to sell, import, and/or use the walmart.com webpage, servers and computer equipment, including: (i) web pages and content to be interactively presented in browsers, including, without limitation, the web pages and content accessible via www.walmart.com and maintained on servers located within and/or accessible from the United States under the control of Wal-Mart; (ii) software, including, without limitation, software that

allows content to be interactively presented in and/or served to browsers; and/or (iii) computer equipment, including, without limitation, computer equipment that stores, serves, and/or runs any of the foregoing.

8. I further understand that Soverain alleges the walmart.com website infringes because it includes: (1) technology for extracting data from sources of network-based information in a communications network having a plurality of network servers programmed to transmit network-based information; (2) technology for tracking webpage requests received at a web server from multiple clients; and (3) technology for processing service requests from a client to server system through a network.

9. I understand that Soverain's complaint specifically identifies scripts that enable the extraction of network based information, including from search results, as well as cookies, web beacons, and mobile device identifiers as infringing features of the walmart.com website.

10. Walmart.com USA is the entity that is responsible for the development, maintenance, operation, and deployment of the walmart.com website, including the accused products, features, and necessary infrastructure.

11. Walmart.com is deployed across the United States. Customers in the Eastern District of Texas can use walmart.com to purchase products, however, the design and development work for the accused features and functionality of walmart.com is done by the Walmart.com USA engineering team, including the Walmart.com USA search organization, which has no employees in the Eastern District of Texas. These groups are based in the San Francisco Bay Area, with some development occurring in Walmart's India Development Center, and with a few employees working remotely from locations such as Seattle and Chicago.

12. Stores Texas has no involvement whatsoever with the design, development,

maintenance, deployment, or operation of the walmart.com website. Stores Texas does not manage or otherwise direct anyone responsible for the walmart.com website. The employees at retail stores are not trained to use the walmart.com website, and they do not use web browsers to access the walmart.com website as part of their job duties.

13. Aside from the technical personnel, there are employees who handle business and website metrics relevant to the accused features of the walmart.com website, including any scripts, cookies, or web beacons. Most of these employees are located in the San Francisco Bay Area, and the rest are located in India. None are located in Texas.

14. The vast majority of documents and records related to the accused features and functionality are located in the San Francisco Bay Area at Walmart.com USA's offices for the engineering group. For example, design and development documents related to the walmart.com website's html code are located in the San Francisco Bay Area at one of Walmart.com USA's offices. Most of the technical personnel responsible for the accused functionalities are located in either the San Francisco Bay Area or India. None of the relevant design and development documents and none of the technical personnel in charge of the walmart.com website are located in the Eastern District of Texas.

15. The servers that run the accused functionality are controlled and accessed by employees based in the San Francisco Bay Area or in India. These are the employees who would have relevant knowledge about the accused functionality. Additionally, none of the infrastructure for deploying the website, including servers, is located in the Eastern District of Texas. Source code for walmart.com is stored at several datacenters within the United States, including ones in the Dallas/Fort Worth area, but the employees at those datacenters do not work on the source code and do not have knowledge of how it operates.

16. These datacenters house the servers that host and operate the walmart.com website, but that operation is controlled and accessed by employees in the Northern District of California, India, or other locations outside of the Eastern District of Texas. The servers and other infrastructure for deploying the accused features of the walmart.com website are operated by Walmart.com USA.

17. I understand that the United States District Court for the Northern District of California has court houses in San Francisco, Oakland, and San Jose. It would be convenient for relevant employee witnesses to attend court hearings, trial, or depositions in the San Francisco Bay Area. It would require minimal travel time and not result in significant time away from work. Traveling to Tyler, Texas would be highly inconvenient for the San Francisco Bay Area employees with relevant knowledge about the website. It would require significant time and expense to travel to Tyler, especially in comparison to traveling within the San Francisco Bay Area.

Signed: July 14, 2017



Dhiraj Bhatia